

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT				1. Contract ID Code Firm-Fixed-Price		Page 1 Of 10	
2. Amendment/Modification No. P00082		3. Effective Date 2003NOV25		4. Requisition/Purchase Req No. SEE SCHEDULE		5. Project No. (If applicable)	
6. Issued By TACOM WARREN BLDG 231 AMSTA-AQ-ALEA KAREN ILER (586)574-7157 WARREN, MICHIGAN 48397-5000 HTTP://CONTRACTING.TACOM.ARMY.MIL EMAIL: ILERK@TACOM.ARMY.MIL		Code W56HZV		7. Administered By (If other than Item 6) DCMA CENTRAL PENNSYLVANIA- HERCULES AND BRADLEY TEAMS P.O. BOX 15512 YORK PA 17405-1512		Code S4201A	
				SCD B PAS NONE ADP PT HQ0337			
8. Name And Address Of Contractor (No., Street, City, County, State and Zip Code) UNITED DEFENSE, L.P. GROUND SYSTEMS DIVISION 1100 BAIRS ROAD PO BOX 15512 YORK, PA. 17405-1512 TYPE BUSINESS: Large Business Performing in U.S.				<input type="checkbox"/>		9A. Amendment Of Solicitation No.	
				<input type="checkbox"/>		9B. Dated (See Item 11)	
				<input checked="" type="checkbox"/>		10A. Modification Of Contract/Order No. DAAE07-01-C-M016	
				<input type="checkbox"/>		10B. Dated (See Item 13) 2001MAY02	
Code 06085		Facility Code					
11. THIS ITEM ONLY APPLIES TO AMENDMENTS OF SOLICITATIONS							
<input type="checkbox"/> The above numbered solicitation is amended as set forth in item 14. The hour and date specified for receipt of Offers <input type="checkbox"/> is extended, <input type="checkbox"/> is not extended. Offers must acknowledge receipt of this amendment prior to the hour and date specified in the solicitation or as amended by one of the following methods: (a) By completing items 8 and 15, and returning _____ copies of the amendments: (b) By acknowledging receipt of this amendment on each copy of the offer submitted; or (c) By separate letter or telegram which includes a reference to the solicitation and amendment numbers. FAILURE OF YOUR ACKNOWLEDGMENT TO BE RECEIVED AT THE PLACE DESIGNATED FOR THE RECEIPT OF OFFERS PRIOR TO THE HOUR AND DATE SPECIFIED MAY RESULT IN REJECTION OF YOUR OFFER. If by virtue of this amendment you desire to change an offer already submitted, such change may be made by telegram or letter, provided each telegram or letter makes reference to the solicitation and this amendment, and is received prior to the opening hour and date specified.							
12. Accounting And Appropriation Data (If required) NO CHANGE TO OBLIGATION DATA							
13. THIS ITEM ONLY APPLIES TO MODIFICATIONS OF CONTRACTS/ORDERS							
KIND MOD CODE: G It Modifies The Contract/Order No. As Described In Item 14.							
<input type="checkbox"/>		A. This Change Order is Issued Pursuant To: The Contract/Order No. In Item 10A.			The Changes Set Forth In Item 14 Are Made In		
<input type="checkbox"/>		B. The Above Numbered Contract/Order Is Modified To Reflect The Administrative Changes (such as changes in paying office, appropriation data, etc.) Set Forth In Item 14, Pursuant To The Authority of FAR 43.103(b).					
<input checked="" type="checkbox"/>		C. This Supplemental Agreement Is Entered Into Pursuant To Authority Of: Mutual agreement of both parties					
<input type="checkbox"/>		D. Other (Specify type of modification and authority)					
E. IMPORTANT: Contractor <input type="checkbox"/> is not, <input checked="" type="checkbox"/> is required to sign this document and return _____ copies to the Issuing Office.							
14. Description Of Amendment/Modification (Organized by UCF section headings, including solicitation/contract subject matter where feasible.) SEE SECOND PAGE FOR DESCRIPTION							
Contract Expiration Date: 2004JAN31							
Except as provided herein, all terms and conditions of the document referenced in item 9A or 10A, as heretofore changed, remains unchanged and in full force and effect.							
15A. Name And Title Of Signer (Type or print)				16A. Name And Title Of Contracting Officer (Type or print) VITO ZUCCARO ZUCCAROV@TACOM.ARMY.MIL (586)574-7076			
15B. Contractor/Offeror _____ (Signature of person authorized to sign)		15C. Date Signed		16B. United States Of America By _____/SIGNED/ (Signature of Contracting Officer)		16C. Date Signed 2003NOV25	
NSN 7540-01-152-8070 PREVIOUS EDITIONS UNUSABLE				30-105-02		STANDARD FORM 30 (REV. 10-83) Prescribed by GSA FAR (48 CFR) 53.243	

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SECTION A - SUPPLEMENTAL INFORMATION

1. The purpose of this bilateral Modification P00082 to Contract DAAE07-01-C-M016 is to change the delivery schedule in Section B, CLIN 2001AA, M2A3, Del Rel Cd 001 from 30 Nov 2003 to 30 Dec 2003.
2. This modification also changes the fielding schedule in Section F.14.2 to reflect the new delivery date above.
3. As a result of this modification, the total contract price remains unchanged.

*** END OF NARRATIVE A 085 ***

Name of Offeror or Contractor: UNITED DEFENSE, L.P.

[illegible]

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT
	(End of narrative F001)				

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SECTION F - DELIVERIES OR PERFORMANCE

F.7 Reserved

F.8 F.O.B. POINTS

F.8.1 The F.O.B. point for Bradley (A3 and ODS) vehicles and data is DESTINATION. The F.O.B. point for Kits and MLRS vehicles is ORIGIN.

F.9 APPLIQUE KIT UNIQUE CLAUSES-SECTION F:

F.9.1 The following additional clauses apply to the Kits delivered under this contract, or as denoted below shall not apply:

F.9.2 Additional Clauses

- (a) F.O.B. Origin 52.247-29 (JUN 1988)
- (b) F.O.B. Origin-Carload & Truckload Shipments 52.247-48 (ARR 1984)
- (c) Loading, Blocking & Bracing of Freight Car Shipment 52.247-34 (APR 1984)
- (d) Shipment of Supplies and Detention of Carrier's Equipment TACOM 52.247-4005 (OCT 1994)
- (e) F.O.B. Origin Prepaid Freight Small Package Shipment (JAN 1991)

F.9.3 Clause Not Applicable

- (a) F.O.B. Destination 52.247-34 (NOV 1991)

F.10 MLRS UNIQUE CLAUSES-SECTION F:

F.10.1 The following additional Section F clauses apply to MLRS/MLRS A1 carriers, or as denoted below shall not apply:

F.10.2 Additional Clauses

- (a) F.O.B. Origin 52.247-29 (JUN 1988)
- (b) F.O.B. Origin-Carload & Truckload Shipments 52.247-48 (ARR 1984)
- (c) Loading, Blocking & Bracing of Freight Car Shipment 52.247-34 (APR 1984)
- (d) Shipment of Supplies and Detention of Carrier's Equipment TACOM 52.247-4005 (OCT 1994)

F.10.3 Clause Not Applicable

- (a) F.O.B. Destination 52.247-34 (NOV 1991)

F.11 SHIPPING INSTRUCTIONS

F.11.1 The Contractor shall request shipping instructions, in writing, from the cognizant Contract Administrative Office not later than 30 days prior to schedule dates for initial inspection/acceptance.

F.11.2 Unless otherwise directed, shipment of MLRS Carriers will be FOB origin to:

CLO8NE
Lockheed Martin
Highland Industrial Park Highway 205
Post Office Box 1015
Camden, AR 71701-0001

F.11.3 MLRS Carriers shall be shipped with an interior protective cover for the transparent armor for the driver, gunner and commander windshields.

F.12 DELIVERY - FIELDING SCHEDULE DISCREPANCIES

F.12.1 If there are discrepancies between the delivery schedules and/or fielding schedules in Section B and F of the contract, Section F takes precedence.

F.13 ACCEPTANCE DATE FOR VEHICLES/KITS

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F.13.1 Unless specified below, the date of vehicle/kit acceptance shall be the last working day in a given month.

F.14 FIELDING SCHEDULE BRADLEY M2A3 and M3A3

F.14.1 Program Year One Fielding Schedule - 109 vehicles (96 M2A3 and 13 M3A3)

Quantity	CLIN	Unit/Test	Location	Hand-off Date
1 M2A3	1001	PEI	PEI	Sep 02
1 M2A3	1001	Facility Vehicle	Santa Clara	Sep 02
3 M2A3	1001	OMNET	Ft. Hood	Oct 02
6 M2A3	1001	OPNET Trainer Certification	Ft. Hood	Oct 02
1 M2A3	1001	Ft. Greeley	Alaska	Jul 03
37 M2A3	1001	1/7 CAV	Ft. Hood	Jan 03
1 M3A3	1005	1/7 CAV	Ft. Hood	Jan 03
1 M2A3	1001	BDE/1 CAV	Ft. Hood	Mar 03
1 M2A3	1001	1/7 CAV	Ft. Hood	Apr 03
6 M2A3	1001	2/7 CAV	Ft. Hood	May 03
24 M2A3	1001	2/7 CAV	York	May 03
15 M2A3	1001	2/7 CAV	York	Jun 03
12 M3A3	1005	1/9 CAV	York	Jan 04

F.14.2 Program Year Two Fielding Schedule - 142 vehicles (46 M2A3, 40 M3A3, 56 A3 BFIST)

Quantity	CLIN	Unit/Test	Location	Hand-off Date
1 A3 BFIST	2005 & 2008	Yuma/Test	YPG, AZ	Oct 03
1 A3 BFIST	2005 & 2008	Yuma/Test	YPG, AZ	Nov 03
1 A3 BFIST	2005 & 2008	WSMR/Test	WSMR, NM	Nov 03
1 A3 BFIST	2005 & 2008	Log Demo/OMNET	Ft. Hood	Feb 04
3 A3 BFIST	2005 & 2008	OMNET	Ft. Hood	Feb 04
9 A3 BFIST	2005 & 2008	4 ID	Ft. Hood	Feb 04
13 A3 BFIST	2005 & 2008	4 ID	Ft. Hood	May 04
21 A3 BFIST	2005 & 2008	1 CD	Ft. Hood	Sep 04
6 A3 BFIST	2005 & 2008	1 CD	Ft. Hood	Nov 04
5 M2A3	2001	1/22 INF/4 ID	Ft. Hood	Dec 03
1 M2A3	2001	FPT	APG	Dec 03
25 M2A3	2001	1/22/NF	Ft. Hood	Jan 04
9 M2A3	2001	1/22/NF	Ft. Hood	Feb 04
6 M2A3	2001	TRADOC	Ft. Benning	Apr 04
31 M3A3	2005	1/9 CAV	Ft. Hood	Jan 04
1 M3A3	2005	FPT	YPG	Jun 04
8 M3A3	2005	TRADOC	Ft. Knox	May 04

F.14.3 Program Year Three Fielding Schedule - 138 vehicles (121 M2A3, 8 M3A3, 9 A3 BFIST)

Quantity	CLIN	Unit/Test	Location	Hand-off Date
9 A3 BFIST	3005 & 3012	4 ID	Ft. Carson	Jun 05
1 M3A3	3005	EFPT	TBD Ship	Mar 05
7 M3A3	3005	TRADOC/Armor School	Ft. Knox	Jul 05
6 M2A3	3001	OMNET	4 ID Ft. Carson	Nov 04
1 M2A3	3001	FPT	TBD Ship	May 05
45 M2A3	3001	1/121 NF 4 ID	Ft. Carson	Feb 05
2 M2A3	3001	EFPT	TBD Ship	Mar 05
39 M2A3	3001	1/8/NF 4 ID	Ft. Carson	May 05
5 M2A3	3001	TRADOC	Ft. Knox	Jul 05
23 M2A3	3001	TRADOC	Ft. Benning	Jul 05

F.15 FIELDING SCHEDULE BRADLEY M2A2 ODS and M2 ODS

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F.15.1 Program Year One Fielding Schedule - 13 vehicles (13 M2A2 ODS)

<u>Quantity</u>	<u>CLIN</u>	<u>Configuration</u>	<u>Customer</u>	<u>Location</u>	<u>Hand-Off Date</u>
13 M2A2	1011	ODS	GA ARNG	Ft. Stewart, GA	30 August 2002

F.15.2 program Year two Fielding Schedule-33 vehicles (13M3A2 ODS, 20 M2A2 ODS)

<u>QUANTITY</u>	<u>CLIN</u>	<u>CONFIGURATION</u>	<u>CUSTOMER</u>	<u>LOCATION</u>	<u>HAND-OFF DATE</u>
13	2015AB	M3A2 ODS	GA ARNG	Ft. Stewart, GA	27 May 2004
10	2015AA	M2A2 ODS	GA ARNG	Ft. Riley, KS	01 June 2004

<u>QUANTITY</u>	<u>CONFIGURATION</u>	<u>CUSTOMER</u>	<u>LOCATION</u>	<u>HAND-OFF DATE</u>
10	2015AA	M2A2 ODS	Mississippi ARNG	Camp Shelby, MS
				30 June 2004

F.15.3 Kit Deliveries will be specified on B page of the Contract and Exhibits B and C of the Modification P00032.

F.15.4 Program Year Three Fielding Schedule - 63 vehicles (37 M2A2 ODS, 26 M3A2 ODS)

<u>Quantity</u>	<u>Configuration</u>	<u>Customer</u>	<u>Unit/Test</u>	<u>Hand-Off Date</u>
5	M2A2 ODS	Mississippi NG	OMNET	31 January 2005
15	M2A2 ODS	Mississippi NG	OPNET	28 February 2005
15	M2A2 ODS	Mississippi NG	OPNET	31 March 2005
13	M3A2 ODS	Mississippi NG	OPNET	30 April 2005
2	M2A2 ODS	Louisiana NG	OMNET/OPNET	31 August 2005
13	M3A2 ODS	Louisiana NG	OMNET/OPNET	31 August 2005

FPT vehicle needed by October 2004

F.15.5 The parties agree that in the event the Government requests to delay the vehicle fielding schedule hand-off dates from those established in paragraph F.15.4, the Contractor shall be permitted to present vehicles for DD250 acceptance at the original contractual fielding hand-off dates or at anytime prior to actual vehicle hand-off with the following exception: presentation of a vehicle for DD250 ahead of the revised hand-off date will be made only when the revised hand-off date shifts outside the quarter of the original fielding hand-off date. Delays in fielding meeting these conditions provide for presentation of the vehicles for DD250 acceptance may occur either at the York manufacturing site or the hand-off destination or other mutually agreed upon location. The Contractor shall withhold \$15,000 for deprocessing on the DD250 billing invoice until such time as deprocessing, in accordance with C.14 HANDOFF REQUIREMENTS, has been completed to the satisfaction of the Government. Once vehicle hand-off has been accomplished, the Contractor shall be entitled to liquidate the outstanding balance of the vehicle unit price, deprocessing withheld amount and any outstanding withheld amounts that have been cleared to the Government's satisfaction. Delays in fieldings shall also result in a charge of \$1,000 per month per vehicle for slippages greater than one month. Although vehicles may be DD250'd earlier than the fielding date, the Contractor remains liable for the vehicles until the fielding date.

F.16 ODS OPTIONS -35 vehicles

<u>Quantity</u>	<u>Configuration</u>	<u>CLIN</u>	<u>Ship To</u>	<u>DD250 Date</u>	<u>Hand-off Date</u>
5	M2A2	1015AB	Ft. Riley, KS	May 2003	31 October 2003
8	M2A2	1015AB	Ft. Riley, KS	May 2003	07 November 2003
8	M2A2	1015AB	Ft. Riley, KS	June 2003	07 November 2003
4	M2A2	1015AB	Ft. Riley, KS	June 2003	16 December 2003
10	M2A2	1015AB	Ft. Riley, KS	January 2004	29 January 2004

Withhold = \$8,000/vehicle for deprocessing
Potential for DD250 at York or fielding site depending on parts availability.

F.17 ODS DIGITIZATION "A" KITS

F.17.1 All kits shall be delivered FOB Origin at a site identified by the Contractor. Inspection and acceptance shall be origin.

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F.17.2 The Contractor may accelerate delivery of Kits only at no additional cost to the Government.

F.17.3 Required deliveries for Program Year One ODS Digitization "A" Kit requirements:

KIT		CLIN	QUANTITY	DELIVERY DATE
57K1594	ODS-E	1026	29 each	March 2002
57K1594	ODS-E	1026	29 each	June 2002
57K1589	ODS Applique	1025	29 each	September 2002
57K1589	ODS Applique	1025	29 each	December 2002
57K1589	ODS Applique	1025	29 each	March 2003
57K1589	ODS Applique	1025	29 each	June 2003
57K1589	ODS Applique	1025	5 each	September 2003

F.17.4 If the Government exercises Special Provision H.61, "Option - Applique Kits" in its entirety, the following delivery schedule shall apply. If the Government exercises less than the full option quantity, the parties shall agree to a revised schedule, if any, at time of option exercise.

KIT		CLIN	QUANTITY	DELIVERY DATE
57K1588	M6	2027	18 each	31 May 2002
57K1588	M6	2027	18 each	30 June 2002
57K1587	MUA	2028	4 each	31 May 2002
57K1587	MUA	2028	5 each	30 June 2002

F.18 DELIVERY SCHEDULE MLRS A0/MLRS A1 CARRIERS:

For purpose of this contract, the delivery schedule for MLRS Carriers shall mean the month the carrier is submitted to the Government for inspection/acceptance and for DD 250 signature.

F.18.1 DELIVERY SCHEDULE - MLRS A0 CARRIER - PROGRAM YEAR ONE

Calendar Year 2002 (CLIN 1021)

MONTH	JAN	FEB	MAR	APR	MAY	JUN	JUL	AUG	SEP	OCT	NOV	DEC	TOTAL
QTY	0	0	0	0	0	3	3	3	3	3	3	1	19

F.18.2 DELIVERY SCHEDULE - MLRS (MINUS) CARRIER - PROGRAM YEAR ONE

Calendar Year 2002/2003 (CLIN 1022)

MONTH	DEC	JAN	FEB	MAR	APR	TOTAL
QTY	0	2	3	3	2	10

F.18.3 DELIVERY SCHEDULE - MLRS A0 CARRIER - PROGRAM YEAR TWO

Calendar Year 2003 - 2004 (CLIN 2021AA)

I-----2003-----I---2004--I														
MONTH	JAN	FEB	MAR	APR	MAY	JUN	JUL	AUG	SEP	OCT	NOV	DEC	JAN	TOTAL
QTY	0	0	0	3	3	3	2	3	3	3	3	2	1	26

F.19 PERIOD OF PERFORMANCE FOR REFURB OF TEST VEHICLES

F.19.1 Clin 1009 for Jul 02 through Jan 04

F.20 DELIVERY SCHEDULE FOR BRADLEY ADVANCED TRAINING SYSTEMS (BATS)

Calender Year 2003

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	CY03	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sept	Oct	Nov	Dec
CLIN 2030													
Fort Knox (5)						5							
Fort Benning (6)								6					

	CY02	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sept	Oct	Nov	Dec
CLIN 2031													
Replenishment of FY99 Spares													
Oct 2002 (Dyncorp)											1 Lot		

	CY03	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sept	Oct	Nov	Dec
CLIN 3030													
Image Generators						2 IGs							

CLIN 3031													
BATS Spares Fort Knox						1 lot							

F.20.1 UDLP shall deliver the spare IGs to the Fort Knox address specified in paragraph E.8. This shipment will be consolidated with the shipment of BATS trainers.

F.20.2 UDLP shall deliver the Lot of BATS spares to the Fort Knox address specified in paragraph E.8. This shipment will be consolidated with the shipment of BATS trainers.

F.20.3 UDLP shall perform the upgrade of the FY99 BATS-G as follows

	CY03	Jan	Feb	Mar	Apr
Fort Hood					5
Fort Benning					4
Fort Knox					4

All cables and upgrade hardware for the BATS on CLIN 2030 will be delivered with the BATS units.

F.21 600 HP ENGINE INSTALLATION KIT

CLIN 3028AA

QUANTITY	DELIVERY DATE
1	30-JUN-2003
6	31-JUL-2003
6	30-AUG-2003
6	30-SEP-2003
5	31-OCT-2003

CLIN 3028AB

QUANTITY	DELIVERY DATE
7	APRIL 30, 2003
6	MAY 31, 2003
4	JUN 30, 2003

CLIN 3028AC -OPTION FOR QUNTITY OF 113

Deliveries will be determined at time of option excercise.

MODIFICATION P00040

BELOW DELIVERY DATES RESPRESENTS THE DATES THE KITS WILL BE DD250 AT YORK.

CLIN 3028AD
Revised by modification P00047

QUANTITY	DELIVERY DATE
6	31-JUL-2003
7	29-AUG-2003
8	30-SEP-2003
7	31-OCT-2003
5	28-NOV-2003
5	31-DEC-2003
6	30-JAN-2004
7	27-FEB-2004
7	31-MAR-2004
7	30-APR-2004
7	28-MAY-2004
6	30-JUN-2004

CLIN 3028AE

QUANTITY	DELIVERY DATE
1	29-OCT-2003
6	28-NOV-2003
6	31-DEC-2003
6	30-JAN-2004
6	27-FEB-2004
6	31-MAR-2004
3	30-APR-2004

CLIN 3010 Delivery Requirement:

The 146 remanufactured 600 HP engines shall be delivered 31 Dec 05. Early delivery is acceptable.

*** END OF NARRATIVE F 001 ***